

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE

NIKKI BOLLINGER GRAE, Individually and on Behalf of All Others Similarly Situated,	)	Civil Action No. 3:16-cv-02267
	)	
Plaintiff,	)	Honorable Aleta A. Trauger
	)	
vs.	)	[PROPOSED] ORDER REGARDING
	)	PLAINTIFFS' MOTION TO PRECLUDE
CORRECTIONS CORPORATION OF	)	DEFENDANTS FROM RELYING ON AN
AMERICA, et al.,	)	ADVICE OF COUNSEL DEFENSE
	)	
Defendants.	)	
	)	

---

Having considered Plaintiffs' Motion to Preclude Defendants from Relying on an Advice of Counsel Defense, ECF No. 265 (the "Motion"), Defendants' Memorandum in Opposition, and any reply or oral argument, IT IS HEREBY ORDERED that:

1. Defendants will not advance advice of Counsel as a defense to any of the allegations in the Consolidated Complaint (ECF No. 57), including as part of an affirmative "good faith" defense, or request that the Court instruct the jury on the advice of Counsel defense<sup>1</sup>;
2. Defendants will not introduce evidence or testimony that Counsel approved Defendants' public disclosures or any alleged omissions therefrom;
3. In the course of describing the process by which Defendants formulated their corporate disclosures, Defendants shall be permitted to present evidence or testimony that Counsel reviewed corporate disclosures and attended meetings where corporate disclosures were discussed;
4. Defendants will not reference Counsel or rely on any advice provided by Counsel when describing the reasons for their decisions to trade or not trade CoreCivic securities; and
5. Plaintiffs' Motion is **DENIED** in all other respects.
6. This Order is binding on the parties in connection with summary judgment, trial, and any appeal therefrom.

IT IS SO ORDERED.

DATED: \_\_\_\_\_

\_\_\_\_\_  
THE HONORABLE ALETA A. TRAUGER  
UNITED STATES DISTRICT JUDGE

---

<sup>1</sup> "Counsel," includes, but is not limited to, (i) any attorney or law firm providing any legal advice to any Defendant; (ii) CoreCivic's in-house Counsel, including non-attorneys when working at the direction of attorneys on legal matters.